



## **CONSTITUTION AND BY-LAWS**

**Mission: The Sanford Lake Association provides a collective voice for the common good of the property owners.**

### **1. PURPOSE**

The purpose of the organization is to be a significant advocate and voice in the community for restoration and maintenance of Sanford Lake by:

- 1.1 Providing a consolidated voice for the common good of the lake community
- 1.2 Promoting lake community awareness regarding lake restoration efforts and concerns
- 1.3 Supporting efforts to restore and maintain the lakefront
- 1.4 Acting as a liaison between the lake community and township, village and county governments as well as other governmental agencies
- 1.5 Partnering with Four Lakes Task Force to facilitate the restoration of the lake

### **2. ORGANIZATION**

- 2.1 The name of this organization shall be Sanford Lake Association, a non-profit 501(c)(3) corporation of Midland County, Michigan.
- 2.2 The current President shall designate the Association office location. Records maintained by the Treasurer and Secretary shall be stored at a location of their convenience. Past records shall be archived in a manner and place as designated by the Board of Directors.

### **3. BOARD OF DIRECTORS/OFFICERS**

- 3.1 The Board of Directors shall consist of six (6) Officers: President, Vice-President, Secretary, Treasurer, Membership Director, and Public Relations Director, plus up to seven (7) additional Directors-at-large. The Officers shall have duties as are usually attendant with their office and these by-laws.
- 3.2 All Directors (Officers and Directors-at-large) shall serve a term of four years. Elections will occur on every even numbered year, with approximately half of Directors' terms expiring at each election. Following each election, the Board will elect the Officers to serve until the next election.
- 3.3 Board Members shall be elected by the voting membership at the Annual Membership Meeting, or at a Special Membership Meeting, as set forth in Sections 7.1 and 7.3, in person or by electronic methods determined by the Board. Elections shall occur as per Article 4.12. Board Members may succeed themselves. Newly elected Board Members shall assume their position at the first Directors meeting following the Annual Membership meeting & election.
- 3.4 Interim vacancies occurring on the Board will be filled by appointment by the President with approval of the majority of remaining Board Members. The appointment shall be for the remainder of the existing term. The President shall select appointments from the membership.
- 3.5 Any Board Member who fails to regularly attend Board meetings, without good reason, may be removed by a majority vote of the remaining Board Members, and replaced as per Section 3.4.
- 3.6 Any Board Member may be removed for cause if they violate the by-laws of this organization, or disclose confidential information, the disclosure of which is detrimental to the organization, or in other ways act against the interests of the organization. The removal of the Board Member in question must be by an affirmative vote of a majority of the then current Board. The Board Member in question must be notified at least two weeks prior to the vote and be allowed to present a defense of their actions. Any Board Member removed under this provision will be replaced as per Section 3.4.
- 3.7 All Board Members shall be property owners or residents as per Section 5.1 and be members in good standing of this Association.
- 3.8 A quorum of the Board shall be a majority of the then current Board Members.

## **4.0 DUTIES OF BOARD MEMBERS/OFFICERS**

- 4.1 The President presides at all meetings and will preside over the implementation of all suggestions and proposals which have been voted on by the general membership.
- 4.2 The Vice-President is to act in the absence of the President.
- 4.3 In absence of the President and Vice-President, the Board shall elect a temporary Chairman from the remaining Board of Directors present.
- 4.4 The Secretary keeps records of all meetings, said minutes to be made available to any member in good standing upon request. In the event the Secretary cannot attend a meeting, the President or Vice-President will appoint a temporary replacement.
- 4.5 The Treasurer is to receive and disperse all funds, except as provided in Section 8.3, to maintain a checking and/or savings account of the Association's funds, as provided in Section 8.6, and to keep records of all financial affairs of the Association.
- 4.6 The Public Relations Officer shall provide articles and notices for the membership and general public and take a leadership role in organizing Association events.
- 4.7 The Membership Director shall maintain all membership records and the status of dues paid by each member.
- 4.8 It shall be the duty of the Board of Directors to implement the purposes of this Association, and to provide such projects and plans as may be deemed advisable or necessary, and to generally supervise the functioning of the Association between Annual Membership Meetings.
- 4.9 The Board of Directors shall meet at least quarterly at a place, date, and time agreeable to the majority of the board. Special meetings can be called by three or more members of the Board, providing a quorum of the Board members can be assembled.
- 4.10 The first Board of Directors Meeting of each Membership Year shall immediately follow the Annual Membership Meeting, or any election held at a Special Membership Meeting.
- 4.11 The Board of Directors shall have the authority to exercise all powers not prohibited by statute and these by-laws.
- 4.12 The President shall appoint an Election Committee prior to the Annual Membership Meeting or prior to a scheduled Special Membership Meeting for the purpose of conducting an election of Board Members

for those years in which an election will be held. The Election Committee shall submit a proposed slate of Board Member candidates to be elected by the membership. Nominations from the membership will be accepted verbally at Board meetings prior to the Annual Membership Meeting or any Special Membership Meeting held for the purpose of conducting an election of Board Members, or by e-mail, or in writing, to the Election Committee at least two weeks prior to the date of the Annual Membership Meeting or said Special Membership Meeting. The Election Committee shall conduct the election as directed by the President.

4.13 All sub-committees shall have a representative from the Board of Directors.

## **5.0 MEMBERSHIP**

5.1 Association voting membership shall be limited to property owners or residents who are included in the Special Assessment District legally established by the Midland County Circuit Court in an order issued in May of 2019 as it relates to Sanford Lake. One vote will be allowed for each membership.

5.2 The Board of Directors shall resolve all questions or interpretations concerning voting memberships.

5.3 Businesses or property owners and residents of Midland County will be allowed to hold non-voting memberships at annual dues established by the Board of Directors.

5.4 Membership is not transferable.

5.5 The Membership Director shall keep a complete list of current members, with addresses, e-mail addresses, and phone numbers.

5.6 Honorary memberships with no voting privileges may be granted by the Board of Directors.

## **6.0 MEMBERSHIP DUES**

6.1 Dues must be paid annually in order to be a member in good standing and eligible to vote on Association business.

6.2 The cost of membership shall be determined annually by the Board before the Annual Membership Meeting.

6.3 Membership renewal notices will be sent to members following the Annual Membership Meeting.

- 6.4 Memberships are for a one-year period from the point in time when the member pays for either an initial membership or a renewal. It is the intent of the Board of Directors that the focus on membership enrollment will be during the period of August and September of each year, however members may enroll or renew at any time of the year.
- 6.5 Memberships will be for a one-year period, however the Board, at its option, may allow multi-year memberships.

## **7.0 MEMBERSHIP MEETINGS**

- 7.1 An Annual Membership Meeting shall be held in Midland County at a time and place designated by the Board of Directors.
- 7.2 Members will be notified of the time and place of the Annual Membership Meeting, in a manner determined by the Board, at least thirty (30) days prior to the meeting.
- 7.3 Special Membership Meetings of the members may be called by the President in case of significant events or issues impacting the Association or for the purpose of conducting a vote to elect Board Members or a vote for other purposes. Notice of Special Membership Meetings shall be provided at least fifteen (15) days prior to the meeting, together with the purpose of such meeting.
- 7.4 The voting members present shall constitute a quorum to carry on the business of the Annual Membership Meeting or Special Membership Meeting. Voting at the Annual Membership Meeting or Special Membership Meeting will be by show of hands, ballot, or by electronic means, of those members in good standing present at the meeting or who participate electronically.
- 7.5 Members are encouraged to attend Board of Directors meetings.

## **8.0 FINANCE**

- 8.1 The fiscal year of the Association shall be from October 1 to September 30.
- 8.2 Bank accounts and checks shall be in the name of the Association. The President and Treasurer shall be signatories on the accounts.
- 8.3 Checks and withdrawals exceeding five hundred dollars shall be signed by both of the officers listed in section 8.2, or otherwise approved by them both electronically.
- 8.4 Expenditure of treasury funds for normal operating expenses shall be

made at the discretion of the Treasurer under the supervision of the Board of Directors.

- 8.5 The Treasurer may maintain a petty cash fund of one hundred dollars (\$100) to be used for normal operating expenses with vouchers to verify expenditures.
- 8.6 The Treasurer shall deposit all Association income into a checking or savings account, except as noted in Section 8.5.
- 8.7 Special or unusual expenditures exceeding \$2,000 must be voted on and passed by a majority of Board members present at a Board meeting prior to the expenditure taking place.
- 8.8 The Treasurer shall submit, in writing, an up-to-date financial report at each meeting of the Board of Directors and at the Annual Membership Meeting.
- 8.9 An Association member, who is not a member of the Board, appointed by the President, shall complete each year an audit of the Treasurer's accounts. The timing of the audit shall be determined by the Board.

## **9.0 BY-LAWS**

- 9.1 These by-laws of the Association may be changed or amended at the Annual Membership Meeting, or at a Special Membership Meeting, by a two-thirds (2/3) majority vote of those members who participate in the vote, in person or electronically, who are eligible to vote as per Section 5 of these by-laws.
- 9.2 Proposed by-law changes will be presented to the membership at least fifteen days prior to the Annual Membership Meeting, or any Special Membership Meeting scheduled for the purpose of amending these by-laws.
- 9.3 In the event of any vote for any purpose, held electronically, the Members will be allowed a minimum of five days to submit their vote.

## **10.0 ROBERT'S RULES OF ORDER**

- 10.1 Where it does not interfere with any other provisions of these by-laws, Robert's Rules of Order shall control all parliamentary procedures of this organization.

## **11.0 INDEMNITY**

- 11.1 Any former or current Sanford Lake Association Director, Officer or Board Member made a party to any action, suit or proceeding as a result of said individual's performance in his/her official capacity as a Director, Officer, Board Member or representative of the Sanford Lake Association shall be indemnified by the Sanford Lake Association for all reasonable expenses, including legal fees, actually and necessarily incurred by him/her in connection with the defense of such action, suit or proceedings, or in connection with any appeal therein, except where it shall be adjudged in such action, suit or proceeding, or in connection with any appeal therein that such Director, Officer, Board Member or representative of the Sanford Lake Association is found liable in the action, suit or proceeding for any or all allegations or claims of negligence, libel, slander, invasion of privacy or other misconduct in the performance of his/her duties as a Director, Officer, Board Member or representative of the Sanford Lake Association.
- 11.2 The forgoing right of indemnification shall not be deemed exclusive of any other rights to which any Director, Officer, Board Member or representative may be entitled apart from the provisions of this section.
- 11.3 The amount of indemnity to which any Director, Officer, Board Member or representative may be entitled shall be fixed by the Board of Directors, except that in any case where there is no disinterested majority of the board available, the amount shall be fixed by arbitration pursuant to the then existing rules of the American Arbitration Association. Any indemnity shall be limited to the assets and any insurance coverage of the Sanford Lake Association at that time.

### **REVISIONS:**

June 19, 1999  
June 17, 2000  
June 15, 2002  
October 21, 2002  
December 16, 2010  
February 10, 2021  
September 8, 2023  
October 24, 2024